

**MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS
OF KING'S UNIVERSITY COLLEGE**

Wednesday, November 29, 2017

at 4:30 p.m. in the Vitali Student Lounge, Wemple Building

Present: K. Regan (Chair), S. Camiletti, F. Galloway, G. Hardman, J. Major (Skype), Rev. M. Sargent, D. Sylvester, L. Whidden, L. Staudt, P. Bishop, L. Jackson, A. Joliffe, J. Malkin, K. Deonarine, C. MacDonald, A. Cronin, V. Khammad, H. Mostafa, C. MacDonald
Regrets: A. Cronin, K. Lakhotia, D. Mathieson, D. Mackenzie, L. White-Eye, P. Wilkinson

1. Opening Prayer

Fr. Jim Mockler opened the meeting with a prayer.

2. Approval of the Agenda

MOTION

That the agenda of November 29th be approved.

M/S

A. Cronin/P. Bishop

Carried

3. Conflict of Interest Declarations

There was no conflict of interest declared.

4. Approval of Previous Meeting Minutes

MOTION

That the minutes of November 1st be approved.

M/S

L. Staudt/G. Hardman

Carried

5. Business arising from the Minutes

Principal D. Sylvester provided an update regarding the recent FOCO event. The Principal and the Dean of Students met with London's Chief of Police to discuss the important role that King's plays as part of the solution in problems that involve unsanctioned student events. The meeting with the Chief of Police was an opportunity to clearly state that Western does not represent King's and that King's has a different perspective on how situations like this should unfold.

6. Report from the Principal

The Principal discussed the distributed report and spoke to the developments in the College regarding moving forward the goals of the strategic plan. There were no questions.

MOTION

That the Board of Directors acknowledge receive of the report from the Principal.

M/S

G. Hardman/V. Khammad

Carried

7. Report from Students' Council

KUCSC President V. Khammad presented the report and provided updates on various campus events and student initiatives..

V. Khammad advised that interviews are being held for the contact position of the General Manager of KUCSC as A. Jolliffe is taking a six month leave.

In the spirit of Christmas, KUCSC is collecting can food items which will be donated to the Men's Mission and is working with United Way to collect female hygiene products.

8. a) Finance and Investment Committee

Committee Chair G. Hardman discussed the distributed report and highlighted three key points.

Director of ITS T. Jory presented a report to the Committee regarding the various precautions that the College takes with regards to cybersecurity. Going forward, the Committee will ensure that an Engagement Letter will be included with the next auditor resulting from the current RFP to include a provision to investigate the option of additional third party testing in this area.

The auditor RFP was approved and sent out to the directed six local firms. The closing date is January 9th. The proposals will be brought back to the Board for review in February.

The proposed budget revisions were discussed. Some of the assumptions from the April budget release were changed. The resulting changes had an impact on revenues. Total enrolment was below projections by approximately 38 full-time students. There were several items listed in the report that affected the overall salary budget. The changes, overall, were minimal. Requests for new projects were deferred until the next full budget cycle.

MOTION

That the Board of Directors approve the adoption of the 2017-18 Operating Budget revisions that results in a projected balanced budget with a surplus of \$558.

M/S

G. Hardman/P. Bishop

Carried

b) Property Committee

Committee Vice-Chair J. Malkin advised that the Campus Development Committee, a joint Committee of the Property Committee and the College Council Physical Plant Committee, met to discuss on-going items such as the Campus Space Plan, update of the Diocese land purchase and Bus Rapid Transit in London.

MOTION

That the Board of Directors acknowledge receipt of the Property Committee report.

M/S

J. Malkin/H. Mostafa

Carried

c) Employee Relations Committee

Committee Chair L. Staudt summarized the report acknowledging the appointments, promotions and tenure applications and the sabbaticals for 2018-19. Principal D. Sylvester ensured that the processes had been followed.

MOTION

That the Board of Directors acknowledge receipt of the Employee Relations Committee report.

M/S **L. Staudt/Rev. M. Sargent** **Carried**

d) Governance Committee

Committee Chair M. Sargent summarized the outcome of the Governance Committee meeting which was held November 17th. The reports and motions were summarized.

MOTION

That the Board of Directors acknowledge receipt of the Governance Committee report.

M/S **Rev. M. Sargent/H. Mostafa** **Carried**

The Committee Chair discussed the Terms of Reference and noted that changes that have been made. A lengthy discussion took place regarding the proposed membership of the Executive Committee and clarification about the Treasurer position. Several friendly amendments were made and the final policy is included as Appendix 1 of these minutes.

MOTION

That the amended terms of reference for the Executive Committee be approved .

M/S **Rev. M. Sargent/H. Mostafa** **Carried**

The Policy for *In Camera* Meetings was discussed. The Committee Chair reviewed the process for a meeting to go *in camera*.

There was a discussion about the policy and several friendly amendments were made. The amendments were made to the document and the final policy is in Appendix 2 of these minutes.

MOTION

That the Board of Directions approve the amended policy for *In Camera* Meetings.

M/S **Rev. M. Sargent/H. Mostafa** **Carried**

It was decided that the three remaining motions in the Governance Committee report be carried forward to the next Board of Directors meeting so that the Governance Committee can further review the policies.

e) Executive Committee

The Chair of the Board summarized the Executive Report. There was a discussion regarding the contract with Higher Thinking Strategies.

MOTION

That the report from the Executive Committee be accepted.

M/S **P. Bishop/Rev. Pio Beorchia** **Carried**

9. *In camera* Session

No *in camera* items were to be discussed.

10. Other Business

The Chair of the Board thanked Executive Director of Alumni & Development E. Lawson for the leadership and dedication that she provided to the College throughout the years. She will retire effective January 29, 2018. The Board thanked A. Jolliffe for her time served on the Board and wished her well during her leave.

The Chair advised that L. Jackson resigned from the Board and that the process to fill this position is underway.

11. Adjournment

MOTION

That the meeting be adjourned.

M/S

P. Wilton/J. Malkin

Acclaimed

Respectfully submitted,



**Andrew Jardine,
Secretary to the Board**



**Katlind Deonarine
Recording Secretary**

Appendix 1



King's University College Executive Committee Terms of Reference

Authority:

The Board Executive Committee (the “Committee”) is created by and responsible to the Board of Directors (the “Board”) of King’s University College (the “College”).

The Committee shall function in accordance with the Board’s General Committee Terms of Reference.

Membership:

The Executive Committee shall be comprised of the Officers of the Board

- The Chairperson of the Board of Directors
- The Vice-Chairperson of the Board of Directors
- The Principal of King’s University College
- The Treasurer
- The Secretary (non-voting)

And the following:

- The Past Chairperson (non-voting)

Chairing:

The Chair of the Board of Directors will act as Chair of the Committee. The Chair will approve all agenda items and will be responsible for reports of meetings to the Board of Directors.

Frequency of Meetings:

The Committee shall meet at least once each fiscal year. Additional meetings and joint meetings with other standing committees of the Board may be requested by the Chair of Board as required.

Purpose:

The Committee shall be the senior committee of the Board and will coordinate the work of other committees of the Board to advise the Board generally or to make recommendations on matters not in the purview or beyond the scope of the standing committees. The Committee may be authorized to act on behalf of the Board in emergency situations or where timeliness dictates.

Specifically:

1. The Committee may examine any aspect of the affairs of the Board and the College and make recommendations to the Board as

Appendix 1

appropriate. It may direct another committee of the Board to examine and report upon any aspect of the affairs of the Board and the College which falls within that committee's purview.

2. When so delegated by the Board, the Committee may act with the full authority and powers of the Board within parameters set by the Board . The Committee shall report action taken under such circumstances to the Board at the next full meeting of the Board.

Record of Meetings

Minutes of the meetings will be maintained and approved at the next meeting of the Committee. Minutes will reside in the Principal's office in hard copy once approved by the Committee.

Quorum:

A majority of Committee members, including at least one Voting Director of the Board, shall constitute a quorum. Formal votes will be taken by the Committee as required but in general terms the Committee will operate on a consensus basis as outlined in the Board's General Terms of Reference.

Original	Reviewed	Revised	Approved
September 2015	November 2017		November 2017



Policy for In Camera Meetings

Approved By: Board of Directors

Effective Date: 29 November 2017

Purpose

Openness and transparency are guiding principles for King's University College. The Board may move *in camera* or hold special meetings that are not open to the public where it determines it is in the best interest of the College and its stakeholders to do so.

It is at the discretion of the Chair to determine in advance of a meeting whether or not an agenda item of the meeting be proposed as *in camera*. Matters that will generally be dealt with *in camera* include, but are not limited to, information where disclosure could reasonably be expected to harm the human, financial, security/privacy or system interests of King's University College, including:

- faculty or staff information where a person is identifiable;
- matters involving labour relations or other human resource issues;
- matters involving property;
- matters involving material contracts;
- matters involving litigation.

Frequency:

The Board will hold an *in camera* meeting when a motion has been proposed and approved. The motion will state the rationale for going *in camera*. The meeting will immediately follow Open Board Meetings.

Membership / Participation:

All Voting Directors of the Board are entitled to attend *in camera* meetings. The Principal will normally attend an *in-camera* session unless there is a conflict of interest declared. Non-Voting Directors of the Board hold a standing invitation to *in camera* meetings, unless otherwise advised by the Board or in the instance of a conflict of interest. In the case that any Non-Voting Director is asked to leave then rationale shall be provided. A Voting Director may be asked to leave if a conflict of interest is declared.

Members of the public along with staff who are not required to address the subject will be required to leave. Other guests or counsel may remain during an *in camera* meeting at the invitation of the Board.

Procedure:

Discussions held during *in camera* meetings will not form part of the public record of the meeting.

All matters that are the subject of *in camera* meetings of the Board are confidential until disclosed in an open meeting of the Board.